



THE MARMON GROUP, INC.

39 South LaSalle Street, Chicago, Illinois 60603 ☎ 312/372-9500, Cable "MARMON", Telex 253112 CGO

7949

7949-I
RECORDATION NO. 7949-I FROM 1988

June 28, 1988 SEP 1 1988-11 AM

BY TELECOPIER

INTERSTATE COMMERCE COMMISSION

Mr. Patrick M. Raher
Hogan & Hartson
Columbia Square
555 13th Street, N.W.
Washington, D.C. 20004-1109

7949-J
RECORDATION NO. 7949-J FROM 1988

SEP 1 1988-11 AM

Re: Equipment Trust Agreements

INTERSTATE COMMERCE COMMISSION

Dear Mr. Raher:

Pursuant to your request, below is the current list of Trustees for Equipment Trust Agreements 9 through 20, P-2 and P-6. They are as follows:

Trustee

Series 9	Harris Trust & Savings Bank
Series 10	National City Bank
Series 11	Morgan Guaranty Trust Company of New York
Series 12	Pittsburgh National Bank
Series 13	Chemical Bank
Series 14	Manufacturers Hanover Trust Company
Series 15	Continental Illinois National Bank and Trust Company of Chicago
Series 16	The First National Bank of Chicago
Series 17	The First National Bank of Boston

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Trustee

Series 18	Manufacturers Hanover Trust Company
Series 19	Security Pacific National Bank
Series 20	NCNB National Bank of North Carolina
Series P-2	The First National Bank of Chicago
Series P-6	Harris Trust & Savings Bank

Also, enclosed is a list of the recording information on the 14 Equipment Trust Agreements. If you have any questions or need further information, please contact me.

Sincerely,



Noreen Smith
Secretary to Patrick J. Allen

ns
Enc.
3297



INTER-OFFICE CORRESPONDENCE

TO S. G. Dinsmore - Union Tank Car DATE April 8, 1988
FROM P. J. Allen
SUBJECT Recording Information for Equipment Trust Agreements

With respect to the sale of Grain Hopper Cars the following is a list of the recording information on the 14 Equipment Trust Agreements that are covered by this sale:

	<u>Number</u>	<u>Recording Date</u>
Series 9 ✓	6859	January 16, 1973 ✓
Series 10 ✓	7299	January 14, 1974 ✓
Series 11 ✓	7738	December 11, 1974 ✓
Series 12 ✓	7949	June 9, 1975 ✓
Series 13 ✓	8150	December 22, 1975 ✓
Series 14 ✓	8598	December 2, 1976 ✓
Series 15 ✓	9111	December 5, 1977 ✓
Series 16 ✓	10497	June 12, 1979 ✓
Series 17 ✓	11858	June 29, 1980 ✓
Series 18 ✓	12791	January 22, 1981 ✓
Series 19 ✓	13199	July 22, 1981 ✓
Series 20 ✓	13373	December 22, 1981 ✓
Series P-2 ✓	9911	December 15, 1978 ✓
Series P-6 ✓	15291	July 19, 1987 ✓

If you have any questions, please call me.

Patrick J. Allen

PJA/ns
Enc.

cc: W. M. Holzman - Neal, Gerber, Eisenberg & Lurie

SEP 1 1988 - 11 AM

THIS FIFTH SUPPLEMENTAL TRUST AGREEMENT dated as of June 30, 1988, by and between UNION TANK CAR COMMERCE COMMISSION duly organized and existing under the laws of the State of Delaware ("Company"), and Pittsburgh National Bank, a national banking association, as trustee ("Trustee").

WITNESSETH:

WHEREAS, Company has heretofore executed and delivered to Trustee a Trust Agreement dated as of June 1, 1975 ("Trust Agreement"), providing for the issue of its Equipment Certificates (Series 12) in aggregate principal amount of \$50,000,000; and

WHEREAS, Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of Equipment as a part for the Trust Equipment under the Trust Agreement;

NOW THEREFORE, Company covenants and agrees with Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

ARTICLE ONE

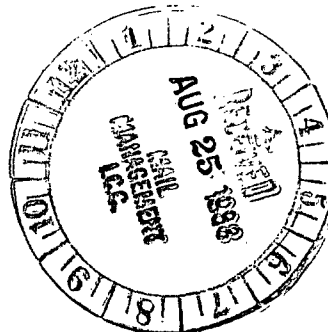
Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.



ARTICLE THREE

Concerning Trustee

Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respected ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

IN WITNESS WHEREOF, Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By: 

R. C. Gluth, Executive Vice
President

ATTEST:


Robert W. Webb, Secretary

Pittsburgh National Bank

By: 

R. E. Ernst
Assistant Vice President

ATTEST:


Trust Officer

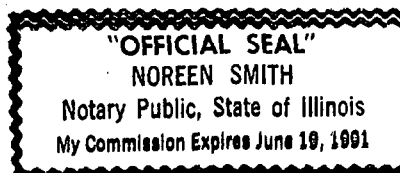
J. G. Routh
Assistant Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On the June 30, 1988, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President and Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Noreen Smith
Notary Public

My Commission Expires:



STATE OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS

On this 1st day of July, 1988, before me, a Notary Public in and for said County, personally appeared R. E. ERNST and J. C. ROUTH to me personally known, who being by me duly sworn did say that they are, respectively, ASST. VICE PRES and ASST. VICE PRES. of Pittsburgh National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Frances K. Eberle
Notary Public

My Commission Expires:

10-02-89

FRANCES K. EBERLE, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 2, 1989
Member, Pennsylvania Association of Notaries

PROGRAM AC181025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 05/26/88

CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL		CAPACITY IN GALLONS	ROAD NUMBERS
	DESIG.	CODE		
1	1096		23,500	647041
4	1105		20,000	640275-640278
4	1106		23,500	640271-640274
1	C214		5,701 CUFT	UTCX 057638
10	TOTAL			

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 05/26/88

CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
19	LOC	4,750	UTCX43697-UTCX43707,UTCX43709-UTCX43713, UTCX44639,UTCX44746,UTCX44764

19	TOTAL		